

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

PetroQuest Energy, Inc., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-12609 (CTG)

(Jointly Administered)

Re: Docket No. __

**SECOND OMNIBUS ORDER (I) AUTHORIZING REJECTION OF CERTAIN
EXECUTORY CONTRACTS, AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (the “Debtors”), pursuant to sections 105(a) and 365(a) of the Bankruptcy Code and Bankruptcy Rule 6006, for entry of an order (this “Order”): (i) authorizing the Debtors to reject the agreements identified on **Exhibit 1** attached hereto (together, to the extent applicable, with all exhibits, appendices, supplements, documents, and agreements ancillary thereto, in each case as amended, modified, or supplemented from time to time, the “Agreements”), and (ii) granting related relief; and this Court having reviewed the Motion; and due and sufficient notice of the Motion having been provided to all parties in interest; and it further appearing that no other or further notice or hearing is required; and it appearing that the relief requested by this Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PetroQuest Energy, Inc. (0714), PetroQuest Energy, L.L.C. (2439), PetroQuest Oil & Gas, L.L.C. (1170), and PQ Holdings LLC (7576). The Debtors’ corporate headquarters is 400 E. Kaliste Saloom Road, Suite 5200, Lafayette, LA 70508.

² Capitalized terms used but not otherwise defined herein have the meanings given to such terms in the Motion.

2. Pursuant to sections 105(a) and 365(a) of the Bankruptcy Code, the Agreements, including, to the extent applicable, all exhibits, appendices, supplements, documents, and agreements ancillary thereto, in each case as amended, modified, or supplemented from time to time, are hereby rejected by the Debtors.

3. Within two (2) business days after entry of this Order, the Debtors shall serve this Order on the Counterparties.

4. Claims relating to the rejection of the Agreements shall be filed in accordance with any bar date order to be entered in these Chapter 11 Cases.

5. Notwithstanding the relief granted herein and any actions taken hereunder, nothing in the Motion or this Order shall: (a) constitute an admission as to the validity or priority of any claim against the Debtors; (b) constitute a waiver of the Debtors' rights to dispute any claim or assert any defenses or counterclaims to such claim or against the applicable claim proponent; or (c) prohibit the Debtors from seeking to reject any other executory contracts or unexpired leases.

6. The Motion complies with the requirements of Bankruptcy Rule 6006(f).

7. Notwithstanding any stay of this Order, whether arising from Bankruptcy Rule 6006 or otherwise, the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

8. The Debtors' rights with respect to any existing defaults of the Counterparties to the Agreements, and all defenses and counterclaims to any rejection damages claims, are hereby preserved.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

10. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

EXHIBIT 1

Agreements

Contract Counterparty	Debtor	Location / Well	Description of Contract
Apache Corporation	Petroquest Energy, LLC	MP 74	Participation Agreement Dated: 11/11/2009 PQ No. A60330001-00
Apache Corporation	Petroquest Energy, LLC	MP 74	Operating Agreement Dated: 01/04/2010 PQ No. A60330002-00
Apache Corporation	Petroquest Energy, LLC	MP 74	Participation Agreement Dated: 01/07/2010 PQ No. A60330003-00
Apache Corporation	Petroquest Energy, LLC	MP 74	Participation Agreement Dated: 01/07/2010 PQ No. A60330004-00
Apache Corporation	Petroquest Energy, LLC	MP 74	Participation Agreement Dated: 01/04/2010 PQ No. A60330005-00
Apache Corporation	Petroquest Energy, LLC	MP 74	Platform Sharing Agreement Dated: 01/11/2010 PQ No. A60330007-00
NextEra Energy Gas Producing, LLC	PetroQuest Energy, L.L.C.	Oklahoma	Joint Development Agreement Dated: 05/17/2010 PQ No. A35800001-00
Strong Oil & Gas, Ltd.	PetroQuest Energy, L.L.C.	Oklahoma	Participation Agreement Dated: 10/01/23009 PQ No. A35500017-00
Talos Energy Offshore, LLC	Petroquest Energy, LLC	MP 74	Production Handling Agreement Dated: 11/30/2003 PQ No. A60330006-00
Talos Energy Offshore, LLC	Petroquest Energy, LLC	MP 74	Platform Sharing Agreement Dated: 01/11/2010 PQ No. A60330007-00
Teikoku Oil (North America) Co., Ltd.	Petroquest Energy, LLC	MP 74	Participation Agreement Dated: 01/07/2010 PQ No. A60330003-00
Teikoku Oil (North America) Co., Ltd.	Petroquest Energy, LLC	MP 74	Participation Agreement Dated: 01/07/2010 PQ No. A60330004-00
Teikoku Oil (North America) Co., Ltd.	Petroquest Energy, LLC	MP 74	Participation Agreement Dated: 01/04/2010 PQ No. A60330005-00
Trinity Operating USG LLC	PetroQuest Energy, L.L.C.	Oklahoma	Joint Development Agreement Dated: 05/17/2010 PQ No. A35800001-00
US Energy Corp	Petroquest Energy, LLC	MP 74	Participation Agreement Dated: 01/07/2010 PQ No. A60330003-00
US Energy Corp	Petroquest Energy, LLC	MP 74	Participation Agreement Dated: 01/07/2010 PQ No. A60330004-00
US Energy Corp	Petroquest Energy, LLC	MP 74	Participation Agreement Dated: 01/04/2010 PQ No. A60330005-00
WSGP Gas Producing, LLC	PetroQuest Energy, L.L.C.	Oklahoma	Joint Development Agreement Dated: 05/17/2010 PQ No. A35800001-00